



ACCOUNT NO. : 072100000032

REFERENCE : 088337 4303796

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70.00 85.00

ORDER DATE : January 5, 1999

ORDER TIME : 9:54 AM

ORDER NO. : 088337-005

7000002733517--6

CUSTOMER NO: 4303796

CUSTOMER: Ms. Donna McClurkin-fletcher  
Kirkland & Ellis  
655 Fifteenth Street, N.w.  
Suite 1200  
Washington, DC 20005

FOREIGN FILINGS

NAME: MILLENNIUM LASER HOLDINGS, LLC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN - 7 AM 10:15

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

M99-26

Name	CL-1-8
Availability	
Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

In compliance with Section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

1. The name of the foreign limited liability company is Millennium Laser Holdings, LLC.
2. The jurisdiction under the law of which the foreign limited liability company is organized is Delaware.
3. The date of organization is December 18, 1998.
4. The duration of the limited liability company is perpetual.
5. The limited liability company has not yet transacted business in the State of Florida.
6. The address of the principal office is: 8201 Peters Road, Suite 1000, Plantation, Florida 33324.
7. The Founding Members who will manage the foreign limited liability company in Florida are:

NAME & ADDRESS	TITLE
Richard L. Perkal, c/o Kirkland & Ellis, 655 Fifteenth Street, NW, Washington, DC 20005	Founding Member
Robert A. Samit, 7918 Jones Branch Road, McLean, VA 22102	Founding Member
Cory Lessner, 8201 Peters Road, Suite 1000, Plantation, FL 33324	Founding Member
Scott R. Royster, 7918 Jones Branch Road, McLean, VA 22102	Founding Member
Mike Davidson, 7918 Jones Branch Road, McLean, VA 22102	Founding Member

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned Founding Member of Millennium Laser Holdings, LLC certifies:

1. The above named entity has at least one member.
2. The total amount of cash contributed by the members is approximately \$100.
3. The agreed value of property other than cash contributed by the members is NONE.
4. The total amount of cash and property contributed and anticipated to be contributed by the members is \$100.

SIGNED:

  
Richard L. Perkal, Founding Member

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

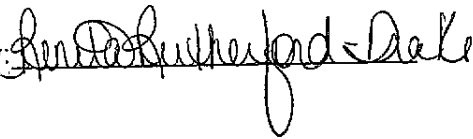
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is Millennium Laser Holdings, LLC.
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process of the above state limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: 

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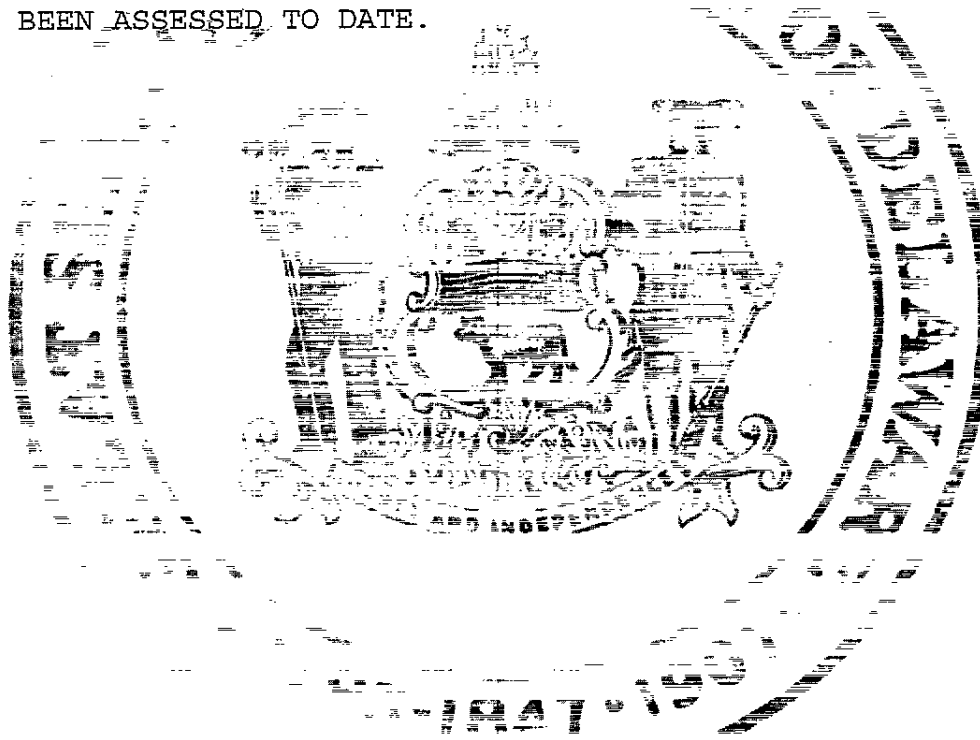
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLENNIUM LASER HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



2981722 8300

991003665



*Edward J. Freel*

Edward J. Freel, Secretary of State

9504448

01-05-99

AUTHENTICATION:

DATE: